JOIN THE REVOLUTION

YOST
MEDINA
VLASCO
CURIEL

017

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OTTO OCTAVIUS, the villain known as DOCTOR OCTOPUS, was dying. In order to cheat death, he used his skills as a mad scientist to swap minds with his greatest enemy, PETER PARKER, the spectacular SPIDER-MAN.
However, the transfer gave Octavius MORE than just SPIDER-MAN'S great powers, it gave him PARKER'S experiences as well… including the lesson of great responsibility! Now Otto Octavius is beginning a NEW life as a hero—possibly the greatest hero of all. He is--

THE SUPERIOR SPIDER-MAN

The world's most brilliant young minds were handpicked by Reed Richards regardless of race, creed, color, gender, species or super villain DNA to be crafted into the leaders of tomorrow. They are

THE FUTURE FOUNDATION

AVENGING SPIDER-MAN

PREVIOUSLY...

Spider-Man's mind died in Doctor Octopus's body. Doctor Octopus's mind lives on in Spider-Man's body as the Superior Spider-Man. The Fantastic Four are lost in space and time and have chosen new heroes to take their place.

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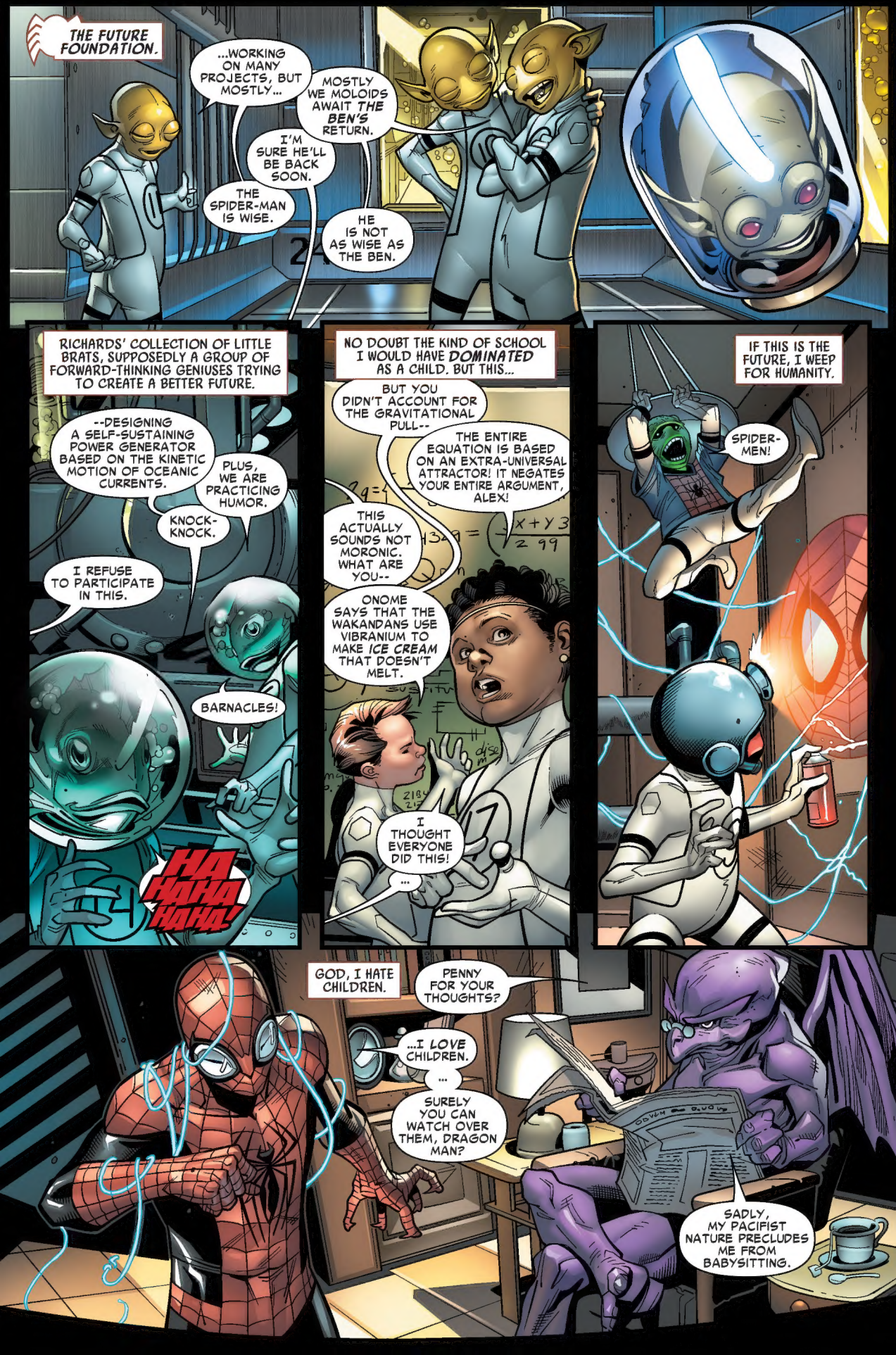
REE
REE
REE
INFRACTION! INFRACTION!
Time Variance Authority.
MISTER OBORUS, SIR! THERE'S BEEN AN INCIDENT!
SETTLE DOWN, SON. LET'S SEE THE PAPERWORK.
OKAY, THEN. ACTION IS AUTHORIZED. ELIMINATION OF THE TARGET FROM THE TIMESTREAM TO COMMENCE, OUR AGENT HAS BEEN ACTIVATED.
TARGET LOCATION IS...IS...
OH.
WHAT IS IT, SIR?
THIS IS GOING TO BE ONE OF THOSE DAYS, ISN'T IT?
THEY'RE NOT GOING TO LIKE THIS UPSTAIRS. THE TARGET LOCATION IS...

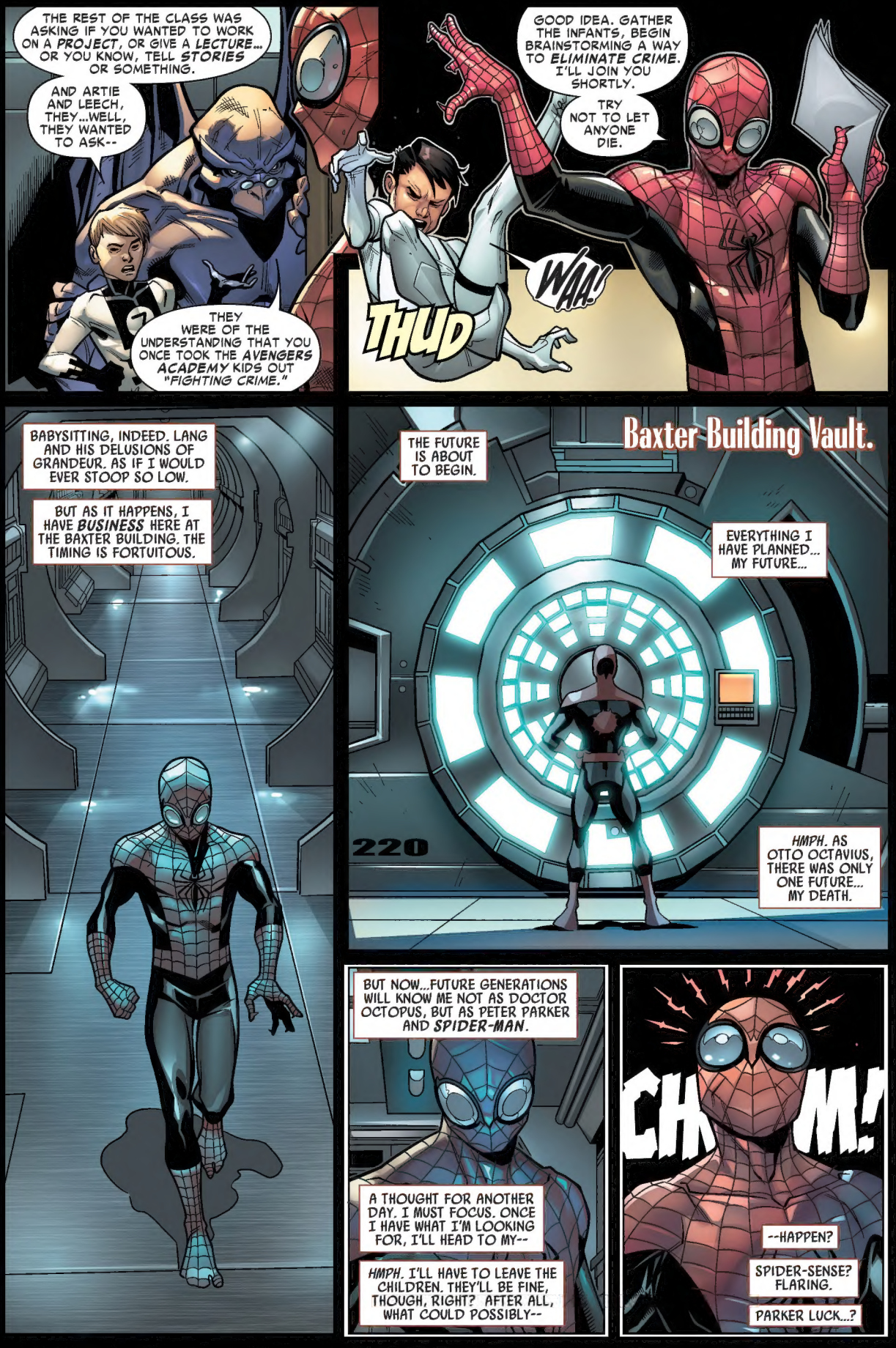
The Baxter Building.
NEW YORK CITY.
THE FANTASTIC FOUR.
I WILL ADMIT... I HAVE A MODICUM OF RESPECT FOR THEM.
REED RICHARDS IS A BRILLIANT MAN, BUT MORE IMPORTANTLY, HE IS ONE OF THE FEW WHO RECOGNIZES THAT MY OWN BRILLIANCE IS SUPERIOR TO HIS.
RICHARDS' TEAM HAS DONE ARGUABLY INCREDIBLE THINGS. THEY'VE EXPLORED OTHER WORLDS, OTHER UNIVERSES EVEN.
AND WHILE SOME COULD SAY THEY ARE FANTASTIC...
...THESE ARE NOT THEM.
SPIDER-MAN!
THE FANTASTIC FOUR LEFT TO PARTS UNKNOWN, AND CHOSE THESE FOUR TO WATCH OVER THINGS WHILE THEY WERE GONE.
FRANKLY? OTTO OCTAVIUS IS NOT IMPRESSED.

SCOTT LANG, A.K.A. ANT-MAN.
ABILITY TO SHRINK, COMMUNICATE WITH ANTS.
LANG IS A THIEF, USING STOLEN TECHNOLOGY CREATED BY HENRY PYM. STANDING ON THE SHOULDERS OF MINIATURE GIANTS.
WE'VE RECEIVED SOME KIND OF DISTRESS CALL, A BEACON THAT REED HAD SET UP IN ONE OF HIS LABS.
IT'S COMING FROM THE MICROVERSE.
JENNIFER WALTERS, A.K.A. SHE-HULK.
GAMMA-FUELED SUPER-STRENGTH.
WALTERS IS SOME AMBULANCE-CHASING LAWYER WHO HAPPENED TO GET A BLOOD TRANSFUSION FROM HER COUSIN, THE HULK.
THAT PLACE IS SUCH A MESS.
WE'RE HEADING DOWN THERE NOW. SCOTT SET UP THE POGO PLANE WITH A PYM PARTICLE DRIVE.
MEDUSALITH AMAQUELIN BOLTAGON, A.K.A. MEDUSA.
PREHENSILE HAIR.
THIS IS BENEATH US.
...THIS ONE IS ACCEPTABLE.
DARLA DEERING, A.K.A. MISS THING.
HEY, DO YOU THINK I COULD HAVE YOUR AUTOGRAPH?
I HAVE NO IDEA WHO THIS IS.
WHAT WAS RICHARDS THINKING?
YOU WERE RIGHT TO CALL, AS YOU OBVIOUSLY NEED ME.
I'LL LEAD THIS MISSION INTO THE "MICRO-VERSE."
UHHHHHHHHHHHHH...
NO.
WE NEED YOU FOR SOMETHING ELSE.

"WE NEED YOU TO BABYSIT."
GET HIM!


THE FUTURE FOUNDATION.
...WORKING ON MANY PROJECTS, BUT MOSTLY...
I'M SURE HE'LL BE BACK SOON.
THE SPIDER-MAN IS WISE.
MOSTLY WE MOLOIDS AWAIT THE BEN'S RETURN.
HE IS NOT AS WISE AS THE BEN.
RICHARDS' COLLECTION OF LITTLE BRATS, SUPPOSEDLY A GROUP OF FORWARD-THINKING GENIUSES TRYING TO CREATE A BETTER FUTURE.
--DESIGNING A SELF-SUSTAINING POWER GENERATOR BASED ON THE KINETIC MOTION OF OCEANIC CURRENTS.
PLUS, WE ARE PRACTICING HUMOR.
KNOCK-KNOCK.
I REFUSE TO PARTICIPATE IN THIS.
BARNACLES!
HA HAHA HAHA!
NO DOUBT THE KIND OF SCHOOL I WOULD HAVE DOMINATED AS A CHILD. BUT THIS...
BUT YOU DIDN'T ACCOUNT FOR THE GRAVITATIONAL PULL--
THE ENTIRE EQUATION IS BASED ON AN EXTRA-UNIVERSAL ATTRACTOR! IT NEGATES YOUR ENTIRE ARGUMENT, ALEX!
THIS ACTUALLY SOUNDS NOT MORONIC. WHAT ARE YOU--
ONOME SAYS THAT THE WAKANDANS USE VIBRANIUM TO MAKE ICE CREAM THAT DOESN'T MELT.
I THOUGHT EVERYONE DID THIS!
...
IF THIS IS THE FUTURE, I WEEP FOR HUMANITY.
SPIDER-MEN!
GOD, I HATE CHILDREN.
PENNY FOR YOUR THOUGHTS?
...I LOVE CHILDREN.
...
SURELY YOU CAN WATCH OVER THEM, DRAGON MAN?
SADLY, MY PACIFIST NATURE PRECLUDES ME FROM BABYSITTING.

I'VE CHECKED IN WITH THE YELLOW GOLLUM CREATURES, THE FISH KIDS, THE ARROGANT GIRL, THE SMUG BOY, AND THE PURPLE AND GREEN BUMPY CHILDREN.
WHAT ARE YOU WORKING ON, CLONE?
YOU MAY REFER TO ME AS "LORD BENTLEY."
AND DON'T YOU HAVE MUGGERS TO CHASE? MAYBE A PURSE-SNATCHER?
FUNNY.
SNAG
HEY!
HE SOUNDS LIKE ME WHEN I WAS HIS AGE. I MIGHT ACTUALLY LIKE THIS ONE.
HMPH. NOT BAD WORK.
A CLEVER DESIGN, IMPRESSIVE, THEORETICAL...
YOU WILL PAY FOR THIS INDIGNITY, DO YOU HEAR ME?!
WHEN I SUBJUGATE THIS WORLD UNDER MY RULE, YOU'LL FIND YOUR NECK BENEATH MY HEEL!
CHRONAL ENGINE?
...
CAN YOU LET ME DOWN NOW? THIS IS REALLY HURTING MY HEAD.
WHAT ARE YOU GOING TO DO WITH THIS?
SPIDER-MAN?


THE REST OF THE CLASS WAS ASKING IF YOU WANTED TO WORK ON A PROJECT, OR GIVE A LECTURE... OR YOU KNOW, TELL STORIES OR SOMETHING.
AND ARTIE AND LEECH, THEY...WELL, THEY WANTED TO ASK--
THEY WERE OF THE UNDERSTANDING THAT YOU ONCE TOOK THE AVENGERS ACADEMY KIDS OUT "FIGHTING CRIME."
GOOD IDEA. GATHER THE INFANTS, BEGIN BRAINSTORMING A WAY TO ELIMINATE CRIME. I'LL JOIN YOU SHORTLY.
TRY NOT TO LET ANYONE DIE.
THUD
WAA!
BABYSITTING, INDEED. LANG AND HIS DELUSIONS OF GRANDEUR. AS IF I WOULD EVER STOOP SO LOW.
BUT AS IT HAPPENS, I HAVE BUSINESS HERE AT THE BAXTER BUILDING. THE TIMING IS FORTUITOUS.
Baxter Building Vault.
THE FUTURE IS ABOUT TO BEGIN.
EVERYTHING I HAVE PLANNED... MY FUTURE...
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HMPH. AS OTTO OCTAVIUS, THERE WAS ONLY ONE FUTURE... MY DEATH.
BUT NOW...FUTURE GENERATIONS WILL KNOW ME NOT AS DOCTOR OCTOPUS, BUT AS PETER PARKER AND SPIDER-MAN.
A THOUGHT FOR ANOTHER DAY. I MUST FOCUS. ONCE I HAVE WHAT I'M LOOKING FOR, I'LL HEAD TO MY--
HMPH. I'LL HAVE TO LEAVE THE CHILDREN. THEY'LL BE FINE, THOUGH, RIGHT? AFTER ALL, WHAT COULD POSSIBLY--
CH M!
--HAPPEN?
SPIDER-SENSE? FLARING.
PARKER LUCK...?

IN FULL EFFECT.
DEATH'S HEAD?!
YOU NEED TO DIE NOW, YES?
NOTHING PERSONAL.
DEATH'S HEAD...AT LEAST I THINK IT IS. PARKER ENCOUNTERED SOMETHING SIMILAR ONCE...A ROBOTIC BOUNTY HUNTER FROM THE FUTURE.
THE BETTER QUESTION...WHAT IS IT DOING HERE, TRYING TO KILL ME?

I CAN HEAR THE ALARMS GO OFF THROUGHOUT THE BUILDING.
TIMEJUMP COMPLETED...
WAAH!
ACQUIRING TARGETS...
AND ODDLY ENOUGH, MY FIRST THOUGHT IS OF THE CHILDREN.
PREPARE FOR ERASURE FROM TIME-SPACE!
IS THIS REALLY NECESSARY?
I HATE CHILDREN, BUT SOMETHING IN ME TENSES.
THE THOUGHT OF THEM IN DANGER...
ELIMINATION FROM TIMESTREAM INITIATED!
...IT'S UNBEARABLE.
WARNING! CHRONAL DISPLACEMENT DETECTED! INTRUDER ALERT!
IDENTIFYING ENERGY SIGNATURES... FILE FOUND.

DO YOU KNOW WHO YOU ARE THREATENING?!
SUBJECT IDENTIFIED AS BENTLEY-23.
...OH.
CHOOM
"COUNTERMEASURES INITIATED!"
THROUGHOUT THE BUILDING, IT BEGINS.
ALL THE TECHNOLOGY AT REED RICHARDS' DISPOSAL, UNLEASHED ON THESE INTRUDERS.
ALERT! STASIS FIELD!
COMPENSATING... UNABLE TO COMPENSATE!
--SQUAAAARK!
ERROR! TIME VARIANCE AUTHORITY ISSUE CHRONAL ERASERS...ATOMIC DESTABILIZATION IN PROGRESS!
VZZ!
ANNOYING, YES? DEAL WITH YOU IN A MOMENT, BUG PERSON.
CHOOM! CHOOM!
ZAP!
SHRACK!
ROBOT! YOUR ARTIFICIAL INTELLIGENCE IS LACKING ON BOTH FRONTS! I WILL NOT BE DEALT WITH...
WHATEVER THIS THING IS, IT'S OVERPOWERING THE FANTASTIC FOUR'S DEFENSES.
BUT WHERE REED RICHARDS FAILS...
...I WILL SUCCEED.
...AND SPIDERS ARE NOT BUGS!

DEATH'S HEAD.
YOU WERE HIRED TO DEAL WITH ANY RESISTANCE.
HOW DISAPPOINTING.
BY THE ORDER OF THE TIME VARIANCE AUTHORITY, FOR...FUTURE CRIMES AGAINST THE TIME-STREAM...
THE FUTURE FOUNDATION MUST BE ELIMINATED.
REALLOCATING BUILDING DEFENSES.
ALERTING AVENGERS PROTOCOL--
I DON'T THINK THAT'S NECESSARY.
SQUARK!
BLIP
THE TIME VARIANCE AUTHORITY. I'VE READ...PARKER READ ABOUT THEM IN RICHARDS' FILES...
THEY SAFEGUARD THE ENTIRE TIMESTREAM, AS RIDICULOUS AS THAT SOUNDS.

WAIT. SPIDER-MAN...
...IN THIS TIME-FRAME...
STOP! WILL YOU JUST WAIT AND TALK TO US?
WHAT CRIMES ARE THE FUTURE FOUNDATION GUILTY OF?
A MOMENT, PLEASE!
...LET'S SEE AFTER EVENTS OF SPIDER-ISLAND... OCTAVIUS' ATTEMPT TO DESTROY THE EARTH...THE DEATH OF--
SO YOU?
YOU'RE--
HE KNOWS.
HE'S FROM THE FUTURE AND SOMEHOW HE KNOWS.
THIS JUST GOT EXPONENTIALLY MORE COMPLICATED.
HRMPH!
THWIP
UHN!

NEGOTIATIONS ENDED!
OBLITERATION BEGINS!
AAAH!
I NEED ONE OF THOSE.
SPIDER-MAN?!
WHAT ARE YOU DOING?!
THIS SHOULD HAVE BEEN A CONVERSATION, NOT MORE VIOLENCE.
DON'T QUESTION ME!
GET THE OTHERS TO SAFETY, I'LL DEAL WITH THESE CRETINS--
--BEFORE THEY REVEAL TO THE FANTASTIC FOUR'S PROTÉGÉS MY TRUE IDENTITY.
UHN!
IMPOLITE. THIS IS BUSINESS, NOT PERSONAL... YES?
KEEP THINGS PROFESSIONAL, NO NEED FOR NAME CALLING.
ROBOT...
...I HAVE HAD ENOUGH OF YOU.

SKZZT
BECAUSE THIS IS VERY PERSONAL.
CLOBBERING TIME.
THE BEN WOULD APPROVE.
MISTER OBORUS? YOU WANTED AN UPDATE ON THE--
HEY, IS THAT SPIDER-MAN? IS HE STILL REALLY--
HRMPH!
THWIP
RRAAH! ENOUGH!
PULL DEATH'S HEAD FROM AN EARLIER POINT IN THE TIMESTREAM... MINUS 425.27!
ANOTHER BOUNTY FOR THE TVA YES? FINE. YOU COULD GIVE ME SOME...
...WARNING?
WHY AM I DEAD?

YOU SHOULD HAVE HEEDED YOUR OWN ADVICE...
DON'T GET PERSONAL.
SPIDER-MAN?
WHAT?
I DON'T THINK YOU'RE HELPING.
PERHAPS WE CAN TRY THE "TALKING THIS OUT" STRATEGY NOW. WHAT DO YOU THINK?
...PERHAPS.
YOU. FUTURE PERSON.
YOU SAID THESE CHILDREN COMMITED CRIMES AGAINST THE TIMESTREAM. TELL ME WHAT THEY ARE GOING TO DO, AND I'LL STOP IT.
IS THAT SO, "SPIDER-MAN"? DO YOU REALLY IMAGINE THAT YOU'RE A HERO?
TELL ME!
FINE. IN TWO DAYS, A DEVICE CREATED BY THE FUTURE FOUNDATION WILL RIP A HOLE IN SPACE-TIME, PLUNGING THIS ENTIRE TIMELINE INTO THE OUTER-VERSE, CAUSING CHRONAL DEVASTATION.
...
ACCIDENTS HAPPEN.
THE PERSON WHO CREATED THIS DEVICE, THEY DID IT ON PURPOSE.
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...WHAT?
WHY DOES EVERYONE ALWAYS ASSUME IT WAS ME?
YOU...CLONE. THE PLANS I SAW IN YOUR ROOM... YOU DID THIS.
BENTLEY, WHAT DID YOU DO?
NOTHING! I'VE LITERALLY DONE NOTHING!
BENTLEY...
COME ON! IT WILL BE GLORIOUS!
BENTLEY!
FINE! I WON'T BUILD IT.
WELL?
CHECKING...
...AND, NO. THIS TIMELINE'S FUTURE IS STILL GOING TO BE DESTROYED.
WIPE THEM OUT. ALL OF THEM.
WAIT! JUST... WAIT.
THINK! WHAT WOULD PETER PARKER DO?
PARKER KNOWS THESE CHILDREN, THEY KNOW HIM, THEY LOVE HIM...SURELY...
NO!

THIS BENTLEY IS A SUPER VILLAIN IN THE MAKING. A YOUNG ME, SO TO SPEAK.
I KNOW HOW HIS MIND WORKS. AND I KNOW WHAT MOTIVATES HIM.
YOU'RE GOING TO DESTROY THOSE PLANS.
I DON'T HAVE TO LISTEN TO YOU, YOU IMPUDENT--
DESTROY THE PLANS.
OR WHAT?
OR I'LL...
THE BETTER QUESTION IS...
EEP!
...WHAT WOULD DOCTOR OCTOPUS DO?
I PROMISE.
I, UH...WOW. THE EVENT HAS BEEN ELIMINATED.
THE FUTURE IS NOW BACK IN PLACE.
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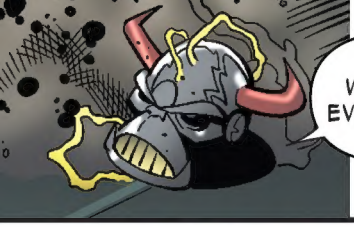
CALL OFF YOUR DOGS.
FINE. BUT DON'T THINK FOR ONE SECOND THAT WE'RE NOT WATCHING YOU.
THE FUTURE FOUNDATION IS NO THREAT.
I THINK WE BOTH KNOW I'M NOT TALKING ABOUT THE FUTURE FOUNDATION.
WASH
CHILDREN.
THEY NEED TO BE HANDLED FIRMLY. THEY LOOK AT ME NOW, NOT WITH LOVE, BUT WITH A NEWFOUND RESPECT.
RESPECT AND FEAR.

Soon.
HEY, GUYS WE'RE BACK. UH... IS EVERYTHING OKAY?
OF COURSE IT IS, LANG. ISN'T IT, CHILDREN?
YES!
OH, YES! HAIL THE SPIDER!
WHAT THE HELL HAPPENED?
WHAT HAPPENED IS THAT WHILE YOU WERE OUT DILLY-DALLYING, I SAVED THE UNIVERSE FROM THESE CHILDREN, WHO YOU WERE MEANT TO BE WATCHING.
SO NEXT TIME, DON'T TRY TO PAWN YOUR RESPONSIBILITIES OFF ON ME.
I'M OUT OF THE BABYSITTING BUSINESS.
ALEX? ONOME?
WHAT HAPPENED?
IT, UH... WELL...
IT IS COMPLICATED...
THE SPIDER-MAN MADE BENTLEY URINATE HIMSELF.
I DID NOT!
"AND WHAT OF THE FOUNDATION?"
"WHATEVER SPIDER-MAN DID, IT SAVED THE TIMELINE, MR. OBORUS.
"NOT ONLY FROM THE FOUNDATION, BUT FROM THE DEVASTATION THE ELIMINATION OF THE FOUNDATION WOULD CAUSE."

"WHAT ABOUT THE BOUNTY HUNTER?"
"WE LOST TRACK OF HIM WHEN THE TIMELINE READJUSTED.
"THE ANALYSTS ASSUME A CORRECTION WAS MADE, AND DEATH'S HEAD WAS ELIMINATED FROM TIMELINE 616."
THIS IS EARTH, YES?
IF SOMEONE COULD TELL ME THE YEAR, THAT WOULD BE HELPFUL.
NOT CROSS
POLIC
6th Avenue, NYC.
THE ONLY OUTSTANDING MATTER IS SPIDER-MAN.
WHAT DOES THE FUTURE HOLD FOR HIM?
SEE FOR YOURSELF.
...OH, LORD.
WHY...WHY DON'T WE STOP IT? WE COULD STOP ALL THIS FROM HAPPENING, ALL THE LIVES--
WE CAN'T.
"THE THREAT I MADE TO HIM...I CAN'T BACK IT UP.
Baxter Building Vault.
220
"IT'S OUT OF OUR JURISDICTION.

Doctor Octopus's Underwater Lab.
BATTERY PARK.
"THE PAIN HE'LL SOON CAUSE, THE LIVES THAT WILL BE DESTROYED...
"WHAT HAPPENS WILL BE HORRIBLE, HAVE NO DOUBT ABOUT IT.
"BUT IT'S NOT ABOUT TIME.
"IT'S ABOUT SOMETHING FAR MORE SINISTER."
WELCOME HOME, SANDMAN.
AAAAHHHHHH!
Next: Kill Thor!



AVENGING SPIDER-MAN

NEXT:

ALSO

DAREDEVIL #23

CAPTAIN MARVEL #10

HAWKEYE #8

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